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*Special Securitization and Investigatory Counsel
to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**RESPONSE OF DORSEY & WHITNEY LLP TO OMNIBUS OBJECTION OF THE
UNITED STATES TRUSTEE REGARDING FEE APPLICATIONS FOR FIRST
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Dorsey & Whitney LLP (the “**Applicant**”), Special Securitization and
Investigatory Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession
(collectively, the “**Debtors**”) hereby files its response (this “**Response**”) to the Omnibus
Objection of the United States Trustee Regarding Fee Applications for First Interim

Compensation and Reimbursement of Expenses (the “**Objection**”) [Dkt. No. 2361], respectfully represents as follows:

1. On October 19, 2012, the Applicant filed its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 14, 2012 through August 31, 2012 (the “**Application Period**”), seeking court approval for the payment of compensation in the amount of \$413,188.83 and interim reimbursement of expenses in the amount of \$5,105.22.

2. In response to concerns raised by the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), the Applicant filed a Supplement to First Interim Application of Dorsey & Whitney LLP as Special Securitization and Investigatory Counsel for the Debtors for Compensation and Reimbursement of Expenses Incurred for the Period May 14, 2012 through August 31, 2012 (the “**Supplement**”). The Supplement addressed certain issues raised by the U.S. Trustee and reduced expenses requested under the Application to an amount of \$3,448.68.

3. On December 7, 2012, the U.S. Trustee filed the Objection raising issue with and objecting to, *inter alia*, certain of the Applicant’s fees and expenses and requesting additional documentation to support certain expenses of the Applicant, as follows:

a. Fees charged for certain “transitory timekeepers” in a total amount of \$6,514. In response to the U.S. Trustee’s objection to certain transitory timekeepers, the Applicant has agreed to reduce fees in by the amount of \$1,173.50, to total fees requested under the Application total \$412,015.33.

b. Certain travel expenses incurred for J. Langdon in the amount of \$1,491.46. The Supplement has already addressed this issue and adjusted the amount of expenses requested accordingly.

c. Certain travel expenses incurred by B. Smith and listed in the Application. The U.S. Trustee alleges “it is not evident whether the airline travel was coach class.” In response to this objection, the Applicant has attached as **Exhibit A** documentation from the travel agent, which has already been provided to the U.S. Trustee, confirming that the complained of travel expense was in fact coach class.

4. The Applicant has conferred with the U.S. Trustee and the U.S. Trustee has agreed that the adjustment to the travel expenses contained in the Supplement, the reduction in fees as proposed by this Response, and documents attached hereto, adequately address all of the U.S. Trustee’s objections.

5. Accordingly, the Applicant requests an order approving interim compensation in the amount of \$412,015.33 and interim reimbursement of expenses in the amount of \$3,448.68.

[Signatures on the next page]

Dated: December 18, 2012

DORSEY & WHITNEY LLP

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